1/16 711

Potential persons who are to respond to the collection of information contained in SEC this form are not required to respond unless the form displays a currently valid 1972 (6-02) OMB control number. **ATTENTION** Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice. **UNITED STATES** OMB APPROVAL SECURITIES AND EXCHANGE COMMISSION OMB Number: 3235-0076 Washington, D.C. 20549 Expires: May 31, 2005 PROCESSED

JAN 05 2004 Estimated average burden hours per response... 1 FORM D NOTICE OF SALE OF SECURITIES SEC USE ONLY Prefix PURSUANT TO REGULATION D. Serial **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION DATE RECEIVED

Name of Offering ([] check i		nt and name ha	is changed, an	d indicate change.)
Filing Under (Check box(es apply):) that [] Rule 504	[] Rule 505	[4 Rule 506	[] Section 4(6) [] ULOE
Type of Filing: [] New Filing	Control of the contro	ENTIFICATIO	N DATA	
1. Enter the information requ	ested about the issue	er	······································	04000112
Name of Issuer ([] check if Red River Ex Address of Executive Offices				d indiciate change.)
	s (Number and S	treet, City, Sta	te, Zip Code)	Telephone Number
(Including Area Code) 109 W. Main St.	Suite A Alla	N Texas	75013	972-727-9400
Address of Principal Busines (Including Area Code)	ss Operations (Numb			
(if different from Executive C	onices)	"		,,,
Brief Description of Business	3		A . A .	
Oil + Gas Exploration + proa	luction company of	ferent through	Armata Place	sement Memorandums
Type of Business Organizat		•		
[// corporation	[] limited part	nership, alread	y formed	[] other (please specify):
[] business trust	[] limited part	nership, to be t	ormed	

, · · · · · ·	•	Month	Year	_	
Actual or Estimated Date of Incorporation or Orga	anization:	[0]5]	[0]0]	[4] Actual	[] Estimated
Jurisdiction of Incorporation or Organization: (Ent	ter two-lette	er U.S. Po	ostal Servic	e abbreviatio	n for State:
CN for C	Canada; FN	I for othe	r foreign jui	isdiction) [ナ] [x]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter [4 Beneficial Owner	[Y Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name Bradberry	e first, if individual) Boo Nathaniel J		

109 IN. Mai	e Address (Number and Street, in St. Suite A Allen,	TX 75013	
Check Box(es) that Apply:	[] Promoter [Y Beneficial Owner	[Y Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name	e first, if individual)	<u>, 1, 1, </u>	
Brad berry	Nicholas Jordan		
Business or Residence	Nicholas Tordan e Address (Number and Street,	City, State, Zip Code	9)
109 W. Mali	n St. Suite A Allen	, TX 15013	
Check Box(es) that Apply:	[] Promoter [4 Beneficial	[4] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name	e firșt, if individual)		
Brad berry	Nolan Tacob		
Business or Residence	e Address (Number and Street,	City, State, Zip Code	e)
109 W. Mair	i St. Suite A Allen,	TX 75013	
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Business or Residence 109 W. Maj	e Address (Number and Street, in St. Suite A All	City, State, Zip Code	e) o/3 [] Director [] General and/or
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[Y Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name Scott ERIC	e first, if individual) William		
Business or Residence	e Address (Number and Street,	City, State, Zip Code	e)
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	[] Promoter [] Beneficial		[] Director [] General and/or Managing Partner
Full Name (Last name	e first, if individual)	<u></u>	
Halas Jeff	RE FRANCIS		
	e Address (Number and Street,		
109 W. Mai	in St. Suite A, A	Ven. TX 75	013
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name	e first, if individual)		
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Business or Residence	ce Address (Number and Street,	City, State, Zip Code	e)
(Use bla	nk sheet, or copy and use add	itional copies of th	is sheet, as necessary.)
	R INFORMATION	AROUT OFFERIN	lG

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is not known, furnish an estimate and check the box to the left of the estimate.	
Transfer Agent's Fees	[]\$
Printing and Engraving Costs	14\$ 6000
Legal Fees	14\$ 3000
Accounting Fees	[4]\$ 5000
Engineering Fees	[4]\$ 1500
Sales Commissions (specify finders' fees separately)	
	[]\$
Other Expenses (identify) Prilling Completing (2) 2000' Wells	[4\$ 206,868, ZF
Total	[4]\$ 222,368.25
b. Enter the difference between the aggregate offering price given in response to I Question 1 and total expenses furnished in response to Part C - Question 4.a. Thi difference is the "adjusted gross proceeds to the issuer."	Part C - 15,500 s \$
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.	3
	Payments to
	Officers, Payments
	Directors, & To
	Affiliates Others
Salaries and fees	\$ 6,000 \$ 4,000
Purchase of real estate	[] \$\$
Purchase, rental or leasing and installation of machinery	[] \$ \$5,500
and equipment	\$ \$ 5,500
Construction or leasing of plant buildings and facilities	[] \$\$
Acquisition of other businesses (including the value of	
securities involved in this offering that may be used in	
exchange for the assets or securities of another issuer	\$\$
pursuant to a merger)	
Repayment of indebtedness	
repayment of indoordanood minimum.	\$\$
Working capital	
, , , , , , , , , , , , , , , , , , ,	\$\$
Other (specify):	
Carlor (opcorry).	\$\$
	\$ 206, 868.2
Column Totals	[] \$\$
Total Payments Listed (column totals added)	[4\$222,368.25
D. FEDERAL SIGNATURE	

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer

	to any non-accredited investor	pursuant to	paragraph	(b)(2)	of Rule	502
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Issuer (Print or Type)	Signature	Date
Red River Exploration, Inc.	Sex soften	12/28/03
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Boo Nathaniel T Bradberry	CEO	

ATTENTION Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature Date
Red River Exploration, Inc.	Joysodher 12/28/03
Name of Signer (Print or Type)	Title (Print or Type)
Boo Nathaniel J Bradberry	CEO

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed http://www.sec.gov/divisions/corpfin/forms/formd.htm 12/29/2003

				APP	ENDIX				<u>:-</u>
1	Intend to non-accinvestors (Part B-I	credited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
				Number of Accredited		Number of Non-Accredited			
State	Yes	No		Investors	Amount		Amount	Yes	No
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http://www.sec.gov/divisions/corpfin/forms/formd.htm Last update: 06/06/2002